FORM D

304228 i

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB .	APPROVAL
OMB Number	: 3235-0076
Expires:	May 31, 2005
Estimated aver	rage burden
hours per res	sponse1
SEC	USE ONLY
Prefix	Serial
DATE	RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) SensorLogic, Inc. / \$5,325,000.02 Private Placement of Series A Convertible Preferred Stock / 29,59	97,756 Shares
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: Amendment	Section 4(6)
A. BASIC IDENTIFICATION DATA	< SEP 2 3 2004 >>
 Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) SensorLogic, Inc. 	178
Address of Executive Offices (Number and Street, City, State, Zip Code) 15305 Dallas Parkway, Suite 650, Dallas, Texas 75001	Telephone Number (Including Area Code) (972) 934-7377
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) N/A	Telephone Number (Including Area Code) N/A
Brief Description of Business remote telemetry software applications, systems, networks, and portals	PROCESSED
Type of Business Organization Corporation Dusiness trust Imited partnership, already formed other	(please specify): SEP 2 4 2004
Actual or Estimated Date of Incorporation or Organization: Month Year 0 7 0 4 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for St CN for Canada; FN for other foreign jurisdiction)	FINANCIAL Actual

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

		A. BASIC II	ENTIFICATION DATA		
Each beneficial ownEach executive office	e issuer, if the issuer ha	as been organized within the vote or dispose, or direct th orate issuers and of corporal			equity securities of the issuer; suers; and
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Jeffrey O. Smith					
Business or Residence Addre	ss (Number and Stree	t, City, State, Zip Code)			
15305 Dallas Parkway, Suit	e 650, Dallas, Texas	75001			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	findividual)				
Sevin Rosen Fund VIII L.P.	·		<u> </u>		
Business or Residence Addre	ss (Number and Street	t, City, State, Zip Code)			
13455 Noel Road, Suite 167), Dallas, Texas 7524	0			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, is	findividual)				
Boston Millennia Partners	I Limited Partnersh	ip			
Business or Residence Addre 30 Rowes Wharf, Suite 500,		•			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it	individual)				
Jean-Yves Legard					
Business or Residence Addre	ss (Number and Street	, City, State, Zip Code)			
Boston Millennia Partners l	I Limited Partnershi	ip, 30 Rowes Wharf, Sui	te 500, Boston, Massachu	setts 02110	
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it David McLean	individual)				
Business or Residence Addre	ss (Number and Street	, City, State, Zip Code)			
Sevin Rosen Fund VIII L.P.	•	•	75240		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addre	ss (Number and Street	, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	ss (Number and Street	, City, State, Zip Code)	5. jon lat. 84188.0 = 8		
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					В.	INFUR	CIVIATION	ABOUT OF	FFERING				
	7 41 .				11 .							Yes	No
1. H	ias the iss	suer sold,	or does the i	ssuer intend t				-	under ULOE.				☒
2. V	What is the	ne minimur	m investmen	t that will be								\$	5,600.0
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									or indirectly, a		ion or similar	⊠	
re p th	emunerati erson or a	tion for sol agent of a (5) persons	icitation of p broker or de	ourchasers in aler registere	connection with the S	with sales of EC and/or wi	securities in the	the offering. states, list the	If a person to	be listed is broker or de	an associated aler. If more		
Full Na	ame (Last	t name firs	st, if individu	ıal)									
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Busine	ss of Res	sidence Ad	dress (Num	per and Siree	i, City, State	, Zip Code)							
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States i	in Which	Person Li	sted Has Sol	licited or Inte	nds to Solici	t Purchasers							
(Che	eck "All S	States" or	check indivi	duals States)			••••••					□ A	ll States
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and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors		C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PRO	OCEEDS		Caration I.
Equity	1.	Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box 🔀 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			Amo	
Convertible Securities (including warrants) Partnership Interests S 0 \$ 0 Other (Specify			\$	_	\$	0
Convertible Securities (including warrants) Partnership Interests S 0 \$ 0 Other (Specify		Equity	\$ _ 5,3	325,000.02	\$ 5	3,325,000.02
Parmership Interests S		☐ Common ☐ Preferred				
Parmership Interests S		Convertible Securities (including warrants)	\$	0	\$	0
Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors		Partnership Interests	\$	0	\$	0
Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors		·			\$ \$	0
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors					\$ 5	,325,000.02
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors					-	·
Accredited investors	2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines.			•	
Non-accredited Investors 0 S 0 S 0 Total (for filings under Rule 504 only). 0 S 0 S 0 Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505 S Sccurity Scurities Sold S S Scurity Sold S S SCURITY Sold S S S SOLD S S S S S S S S S S S S S S S S S S S					Dolla	ar Amount
Total (for filings under Rule 504 only)		Accredited investors		12	\$ <u> 5,</u>	325,000.02
Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505 Regulation A. Rule 504 Total S I Total S I Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs Legal Fees Sales Commissions (specify finders' fees separately). Other Expenses (identify) Sold Dollar Amount Security Sold Type of Secur		Non-accredited Investors		0	s	0
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total S		Total (for filings under Rule 504 only)		0	S	0
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Type of Offering Rule 505 Regulation A. Rule 504 S Rule 504 Total S S S S S S S S S S S S S	3.	by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of	T	af	D.III	
Regulation A		Type of Offering		•	DOII	
Rule 504		Rule 505			\$	
Total		Regulation A			\$	
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees		Rule 504			\$	
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		Sales Commissions (specify finders' fees separately)			\$	0
Total \\ \Box \ \\$ 150,000		Other Expenses (identify)			\$	0
		Total		\boxtimes	\$	150,000

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Purchase of re Purchase, ren Construction Acquisition o used in excha- Repayment of Working capi Other (specify	ntal or leasing and install n or leasing of plant build of other businesses (incluange for the assets or sec	ation of machinery and equipings and facilities ding the value of securities in the control of another issuer purs	involved in this offering to uant to a merger)	Office	7s, Directors & Affiliates 180,000.00 0 0 0	Oth \$ \$ \$ \$ \$	0 0 0
Purchase of re Purchase, ren Construction Acquisition o used in excha- Repayment of Working capi Other (specify	ntal or leasing and install n or leasing of plant build of other businesses (incluange for the assets or sec	ation of machinery and equipings and facilities ding the value of securities in the control of another issuer purs	involved in this offering to uant to a merger)	\$	0 0	□ \$ □ \$ □ \$	0
Purchase, ren Construction Acquisition o used in excha Repayment of Working capi Other (specify	ntal or leasing and install n or leasing of plant build of other businesses (incluange for the assets or sec	ation of machinery and equipings and facilitiesding the value of securities in urities of another issuer purs	involved in this offering to uant to a merger)	\$	0	□ \$	0
Construction Acquisition o used in excha- Repayment of Working capi Other (specify	of other businesses (incluange for the assets or second indebtedness	ding the value of securities in the value of securities in the value of securities in the value of another issuer purs	involved in this offering to uant to a merger)	that may be \$_	0	□ \$	
Acquisition of used in excharge Repayment of Working capitation Other (specify Column Total	of other businesses (incluange for the assets or seconf indebtedness	ding the value of securities in the value of securities of another issuer purs	involved in this offering to uant to a merger)	that may be \$			0
used in exchar Repayment of Working capi Other (specify Column Total	ange for the assets or sec of indebtedness	urities of another issuer purs	uant to a merger)	\$_	0	□ \$	
Working capi Other (specify	pital			🛭 \$_			0
Other (specify					650,000.00	□ s	0
Column Total	fy):				0	■ \$ 4,34	5,000.02
				🗆 \$_	0	S	0
Total Pa	als			<u> </u>	830,000.00	\$_4,34	5,000.02
	ayments Listed (column	totals added)			⊠ \$ <u>5,17</u>	75,000.02	
			FEDERAE SIGNATUR	E			
undertaking by the is	issuer to furnish the U.S.	gned by the undersigned duly a Securities and Exchange Comm 2) of Rule 502.	mission, upon written requ	est of its staff, the infor			
Issuer (Print or Ty	Type)	Signature	and day	Date			<u></u>
SensorLogic, Inc. Name of Signer (P	D. (. A T)	Tide of Signature		September	17, 2004		
Jeffrey O. Smith	rrint or Type)	Title of Signer (I President	()				

Intentional Misstatements or Omissions of Fact Constitute Federal Criminal Violations. (See 18. U.S.C. 1001.)

		E. STATE SIGNATURE		
1.	ls any party described in 17 CFR 230.262 pro	esently subject to any of the disqualification provisions of such rule?	Yes	No ⊠
		See Appendix, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes to 239,500) at such times as required by state la	furnish to any state administrator of any state in which this notice is filed, asw.	a notice on Form D (17 CFR
3.	The undersigned issuer hereby undertakes to	furnish to the state administrators, upon written request, information furnish	hed by the issuer to o	offerees.
4.		suer is familiar with the conditions that must be satisfied to be entitled to the notice is filed and understands that the issuer claiming the availability of the satisfied.		_
	issuer has read this notification and knows the orized person.	e contents to be true and has duly caused this notice to be signed on its beha	If by the undersigned	l duly
Issu	er (Print or Type)	Signature Date		
Sens	orLogic, Inc.	September 17, 20	04	
Nan	ne of Signer (Print or Type)	Title of Signer (Print or Type)		******

President

Instruction:

Jeffrey O. Smith

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1		2	3			4		_	5 lification	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Intend to sell to non-accredited Type of security and investors in aggregate offering State price offered in state		Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL		Х								
AK		Х								
AZ		Х								
AR		Х								
CA		Х								
СО		х		•						
CT		Х								
DE		Х					<u>-</u>			
DC		X								
FL		Х								
GA		Х								
HI		Х								
ID		X								
IL		х								
IN		Х								
IA		Х				·				
KS		Х								
KY		Х								
LA		х		···						
ME		х								
MD		х								
MA		Х	Series A Preferred Stock/\$1,999,999.99	5	\$1,999,999.99	0	0		х	
MI		Х								
MN		х								
MS		Х								
МО		х								
MT		х								
NE		х		<u></u>						
NV		Х								

APPENDIX

1		2	3			4			5
	Intend to sell to non-accredited investors in State		Intend to sell to non-accredited Type of security and investors in aggregate offering		Type of investor and amount purchased in State (Part C-Item 2)				
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
NH		Х							
NJ		X							
NM		X							
NY		X							
NC		Х	!						
ОН		Х	·						<u></u>
OK		X							
OR		X							
PA		Х		_					
RI		Х							
SC		Х							
SD		Х							
TN		Х		-					
TX		Х	Series A Preferred Stock/\$3,325,000.03	7	\$3,325,000.03	0	0		Х
UT		х							
VT		х							
VA		Х							
WA		Х		. <u>-</u>					
WI		Х		·			· · · · · · · · · · · · · · · · · · ·		
WY		Х							
PR		Х							